

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Re: D.I. 2255

**CERTIFICATION OF COUNSEL REGARDING NOTICE OF FILING OF
TWENTY-FIRST POST-CLOSING DESIGNATION NOTICE**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered the *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors’ Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief* [D.I. 1556] (the “**Sale Order**”).²

2. On March 17, 2025, pursuant to the Sale Order, the Debtors filed the *Notice of Filing of Twenty-First Post-Closing Designation Notice* [D.I. 2255] (the “**Notice**”). Attached

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms not defined herein are used as defined in the Sale Order.

as Exhibit A to the Notice was the *Notice of Designation of Designated Asset* from Gordon Brothers Retail Partners, LLC (“**GBRP**”) that designated the Debtors’ unexpired lease of nonresidential real property located at 1171 Hill Rd. N., Pickerington, OH 43147 (the “**Lease**” on the “**Lease Schedule**”) for assumption by the Debtors and assignment to Home Buys, Inc. (“**Home Buys**”).

3. Attached as Exhibit C to the Notice was a proposed form of order (the “**Proposed Order**”) approving the assumption and assignment of the Lease and fixing the Cure Cost to be paid to the landlords of the Lease (the “**Landlord**”) at the amounts set forth on Exhibit B to the Notice.

4. Pursuant to the Notice, objections to the assumption and assignment of the Leases were to be filed no later than March 31, 2025, at 4:00 p.m. (ET). Prior to the objection deadline, the Debtors and GBRP received informal comments from the Landlord. As of the date hereof, no objection or other responsive pleading to the Notice appears on the Court’s docket regarding the Lease.

5. The Proposed Order attached to the Notice has been revised to incorporate agreed changes from the Landlord and Home Buys. (the “**Revised Proposed Order**”). GBRP, the Landlord, and Home Buys have reviewed the Revised Proposed Order and consent to its entry.

6. The Revised Proposed Order is attached as Exhibit 1 hereto. For the convenience of the Court and all parties in interest, a redline comparing the Revised Proposed Order to the Proposed Order filed with the Notice is attached hereto as Exhibit 2.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

Dated: May 21, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Casey B. Sawyer
Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Sophie Rogers Churchill (No. 6905)
Casey B. Sawyer (No. 7260)
1201 N. Market Street, 16th Floor
Wilmington, DE 19899-1347
Tel.: (302) 658-9200
Facsimile: (302) 658-3989
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
srchurchill@morrisnichols.com
csawyer@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
Kevin L. Winiarski (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
ethan.stern@davispolk.com
kevin.winiarski@davispolk.com

Counsel to the Debtors and Debtors in Possession